

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com



December 23, 2009

RECORDATION NO. 28104 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Master Service Contract C-7339, Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Lessee: Omya, Incorporated  
39 Main Street  
Proctor, VT 05765

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 railcars within the series SHPX 201866 - SHPX 202019 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 2 dated as of 6/10/2008 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

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UNITED STATES DEPARTMENT OF TRANSPORTATION  
SURFACE TRANSPORTATION BOARD

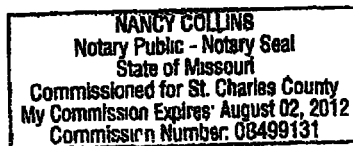
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
45			
	Tank	SHPX	201866
	Tank	SHPX	201871
	Tank	SHPX	201957
	Tank	SHPX	201958
	Tank	SHPX	201959
	Tank	SHPX	201960
	Tank	SHPX	201963
	Tank	SHPX	201965
	Tank	SHPX	201968
	Tank	SHPX	201969
	Tank	SHPX	201970
	Tank	SHPX	201972
	Tank	SHPX	201973
	Tank	SHPX	201974
	Tank	SHPX	201975
	Tank	SHPX	201977
	Tank	SHPX	201978
	Tank	SHPX	201979
	Tank	SHPX	201980
	Tank	SHPX	201982
	Tank	SHPX	201984
	Tank	SHPX	201985
	Tank	SHPX	201986
	Tank	SHPX	201988
	Tank	SHPX	201989
	Tank	SHPX	201990
	Tank	SHPX	201991
	Tank	SHPX	201992
	Tank	SHPX	201993
	Tank	SHPX	201996
	Tank	SHPX	201997
	Tank	SHPX	201998
	Tank	SHPX	201999

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
45			
	Tank	SHPX	202002
	Tank	SHPX	202003
	Tank	SHPX	202004
	Tank	SHPX	202005
	Tank	SHPX	202006
	Tank	SHPX	202009
	Tank	SHPX	202010
	Tank	SHPX	202012
	Tank	SHPX	202013
	Tank	SHPX	202016
	Tank	SHPX	202018
	Tank	SHPX	202019

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/23/09



Robert W Alvord